

RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

Stanford G. Ladner, Esq.  
O'Melveny & Myers LLP  
153 East 53rd Street  
New York, New York 10022

RECORDATION NO. 24099-B FILED,

SEP 10 '02 4-54 PM

SURFACE TRANSPORTATION BOARD

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### SHORT FORM OF SUBLEASE

This Short Form of Sublease is made and dated as of the 10<sup>th</sup> day of September, 2002, by and among, **WMATA 2002 TRUST KBC A**, a Delaware statutory business trust ("**Sublessor**"), and having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001, and **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia ("**Sublessee**"), and having an address at 600 Fifth Street, NW, Washington, DC 20001.

A. Sublessor is the owner of a leasehold interest in certain Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**").

B. Sublessor desires to sublease the Equipment to Sublessee, and Sublessee desires to sublease the Equipment from the Sublessor, on the terms and conditions set forth in that certain Sublease Agreement between Sublessor and Sublessee of date even herewith (the "**Sublease**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

C. Sublessor and Sublessee desire to record this Short Form of Sublease with the U.S. Surface Transportation Board to give constructive notice of Sublessee's interest in the Equipment.

D. Attached hereto as Exhibit B is a Sublease Certificate of Acceptance between Sublessor and Sublessee of date even herewith, which is incorporated by reference herein and made a part hereof as if set forth at length.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, Sublessee and Sublessor agree as follows:

1. **Property Subleased.** Sublessor hereby subleases to Sublessee, and Sublessee hereby subleases from Sublessor, the Equipment for the term, and on the covenants and conditions set forth in the Sublease, which Sublease is by this reference incorporated herein and made a part hereof as fully as if set forth herein at length.

2. **Term of Sublease.** The above-described sublease term is for the term set forth in the Sublease, subject to any extension or renewal options contained in the Sublease.

3. **Conflict With Sublease.** In the event of any conflict between this Short Form of Sublease and the Sublease, the terms, covenants and conditions of the Sublease shall control.

4. **Counterparts.** This Short Form of Sublease may be executed in one or more counterparts, but there shall only be one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached the same instrument, which shall be the original of this Short Form of Sublease.

**IN WITNESS WHEREOF**, the Sublessee and Sublessor have executed this Short Form of Sublease as of the date first above written.

SUBLESSOR:

**WMATA 2002 TRUST KBC A**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name:

Title:

**W. Chris Sponenberg  
Vice President**

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY**

By: \_\_\_\_\_

Name:

Title:

**IN WITNESS WHEREOF**, the Sublessee and Sublessor have executed this Short Form of Sublease as of the date first above written.

SUBLESSOR:

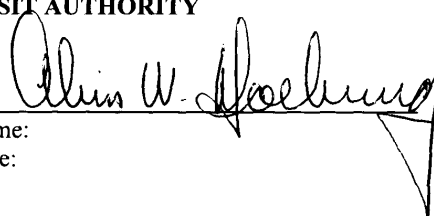
**WMATA 2002 TRUST KBC A**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY**

By:   
Name:  
Title:

## EXHIBIT A

Exhibit A


Equipment Description	Running Number
AAI/CAF Series 5000 Railcar	5010
AAI/CAF Series 5000 Railcar	5011
AAI/CAF Series 5000 Railcar	5012
AAI/CAF Series 5000 Railcar	5013
AAI/CAF Series 5000 Railcar	5014
AAI/CAF Series 5000 Railcar	5015
AAI/CAF Series 5000 Railcar	5032
AAI/CAF Series 5000 Railcar	5033
AAI/CAF Series 5000 Railcar	5016
AAI/CAF Series 5000 Railcar	5017
AAI/CAF Series 5000 Railcar	5034
AAI/CAF Series 5000 Railcar	5035
AAI/CAF Series 5000 Railcar	5036
AAI/CAF Series 5000 Railcar	5037
AAI/CAF Series 5000 Railcar	5038
AAI/CAF Series 5000 Railcar	5039
AAI/CAF Series 5000 Railcar	5018
AAI/CAF Series 5000 Railcar	5019
AAI/CAF Series 5000 Railcar	5040
AAI/CAF Series 5000 Railcar	5041
AAI/CAF Series 5000 Railcar	5022
AAI/CAF Series 5000 Railcar	5023
AAI/CAF Series 5000 Railcar	5042
AAI/CAF Series 5000 Railcar	5043
AAI/CAF Series 5000 Railcar	5024
AAI/CAF Series 5000 Railcar	5025
AAI/CAF Series 5000 Railcar	5026
AAI/CAF Series 5000 Railcar	5027
AAI/CAF Series 5000 Railcar	5044
AAI/CAF Series 5000 Railcar	5045
AAI/CAF Series 5000 Railcar	5000
AAI/CAF Series 5000 Railcar	5001
AAI/CAF Series 5000 Railcar	5046
AAI/CAF Series 5000 Railcar	5047
AAI/CAF Series 5000 Railcar	5028
AAI/CAF Series 5000 Railcar	5029

## **EXHIBIT B**

ACKNOWLEDGMENT  
PURSUANT TO 49 C.F.R. § 1177.3

I, ~~W. Chris Sponenberg~~ W. Chris Sponenberg, certify that I am Vice President  
of Wilmington Trust Company, the Trustee of WMATA 2002 TRUST KBC A, a Delaware  
statutory business trust, that the instrument was signed and sealed on behalf of the Trust by  
authority of its Trustee, and that I acknowledge that the execution of the foregoing instrument  
was the free act and deed of the Trust. I further declare under penalty of perjury that the  
foregoing is true and correct.

Executed on September \_\_\_\_, 2002.

  
Name: \_\_\_\_\_  
Title: W. Chris Sponenberg  
Vice President



**ACKNOWLEDGMENT  
PURSUANT TO 49 C.F.R. § 1177.3**

I, Harold M. Bartlett, certify that I am Secretary & Chief of Staff of Washington Municipal Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on September \_\_, 2002.

Harold M. Bartlett

Name: Harold M. Bartlett

Title: Secretary & Chief of Staff

**Certificate that Copy is Complete and Identical**

The undersigned hereby certifies that:

- A. He/She has compared the attached copy of Short Form of Sublease to the original and has found the copy to be complete and identical in all respects to the original document.
- B. He/she declares under penalty of perjury that the foregoing is true and correct and that this certificate was executed at 11:45, as of September 10, 2002.

Martin Pope